

PROSKAUER ROSE LLP  
 Attorneys for Plaintiff  
 Houlihan, Lokey, Howard & Zukin, Inc.  
 Steven M. Kayman (SK-8123)  
 Lloyd B. Chinn (LC-7953)  
 Brian S. Rauch (BR-5784)  
 1585 Broadway  
 New York, New York 10036  
 (212) 969-3000

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**UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK**

HOULIHAN, LOKEY, HOWARD & ZUKIN,  
 INC.,

Plaintiff,

- against -

LORRE JAY,

Defendant.

07 CV 4782 (LTS)

ORDER TO SHOW CAUSE  
 AND TEMPORARY RESTRAINING  
 ORDER

Upon the Summons and Complaint herein, the Certification of Brian S. Rauch, Esq., dated June 5, 2007, the Memorandum of Law in Support of Plaintiff's Application for a Temporary Restraining Order, Preliminary Injunction and Expedited Discovery, dated June 5, 2007, and upon the accompanying declaration of Michael Fazio, the Head of the New York Office Financial Advisory Services Group for Houlihan, Lokey, Howard & Zukin, Inc. ("Houlihan") executed on June 4, 2007, and good cause appearing therefore, it is hereby:

**ORDERED** that Defendant Lorre Jay show cause before the Honorable Judge

Laura Taylor Swain, at 9:30 Am. on the 16<sup>th</sup> day of July, 2007, in Room 17C of the United States Courthouse, 500 Pearl Street, New York, NY, why an Order should not be entered: 

1. Ordering Defendant to immediately return to Houlihan all copies of Houlihan's electronic files and other property in her possession;
2. Ordering the supervised destruction (so as to preserve evidence) of all data transmitted to Defendant's home computer and personal e-mail accounts or otherwise in Defendant's possession;
3. Enjoining Defendant from using or disclosing Houlihan's confidential and ~~confidential~~ proprietary information in any fashion;
4. Enjoining Defendant from directly or indirectly soliciting or servicing Houlihan clients: (i) who were improperly solicited by Defendant prior to leaving Houlihan; (ii) who were listed in the offer letter given to Defendant by Duff & Phelps LLC; and (iii) about whom Defendant misappropriated Houlihan's confidential and proprietary information;
5. Enjoining Defendant from any solicitation of Houlihan's New York office FAS group's employees.

**ORDERED** that all discovery desired by the parties in advance of a preliminary injunction hearing in this matter be concluded no later than June 18, 2007; *JR*

**ORDERED** that personal service of this Order to Show Cause and Temporary Restraining Order, together with a copy of the papers upon which it is based, upon the Defendant or her attorney, at or before 5:00 p.m. on June 18, 2007, be deemed sufficient personal service; *✓*

**ORDERED** that opposing papers, if any, are to be served upon Houlihan's attorneys, *filed, with a courtesy copy for chambers, and*

Proskauer Rose LLP, 1585 Broadway, New York, New York 10036, so as to be received by *✓*  
12:00 noon on the 26 day of June, 2007;

filed, with a courtesy copy for Chambers and /

**ORDERED** that all reply papers, if any, shall be served upon Defendants' counsel, so as to be received not later than 12<sup>noon</sup> p.m. on June 9, 2007; JW

**ORDERED** that, pending this Court's hearing on Plaintiff's motion for a preliminary injunction, Defendant and all those acting in concert with her, are hereby directed as follows:

1. Defendant shall immediately return to Houlihan all copies of Houlihan's electronic files and other property in her possession;
2. Defendant shall permit the supervised destruction (so as to preserve evidence) of all data transmitted to her home computer and personal e-mail accounts or otherwise in Defendant's possession;
3. Defendant is enjoined from using or disclosing Houlihan's confidential and proprietary information in any fashion;
4. Defendant is enjoined from directly or indirectly soliciting or servicing Houlihan clients: (i) who were improperly solicited by Defendant prior to leaving Houlihan; (ii) who were listed in the offer letter given to Defendant by Duff & Phelps LLC; and (iii) about whom Defendant misappropriated Houlihan's confidential and proprietary information and provided, that Defendant may by June 8, 2007 complete the Waterworks Equity Valuation project that is currently in process.
5. Defendant is enjoined from any solicitation of Houlihan's New York office FAS group employees; and it is further

**ORDERED:**

1. That a bond be filed by Houlihan in the amount of \$75,000, on or before the close of business on June 8, 2007;

2. That this Order will be effective until July 16, 2007, at 5:00 p.m., and not JW  
longer without further order of the Court; and

This Order issued this 6<sup>th</sup> day of June, 2007, at 4:00 p.m. JW

  
UNITED STATES DISTRICT JUDGE

Received  
6/6/07  
R. Feld  
Attn: Corr D